FORM D

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB API	PROVAL
Expires: Estimate	d average	3235-0076 August 31, 2008 burden 16.00
	SEC US	E ONLY
Prefix		Serial
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	DATE RE	CEIVED
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. 66						
Name of Offering Limited Partnership	(check if this is an a		•	ndicate change.)		
Filing Under (Check be Type of Filing:	ox(es) that apply):	☐ Rule 504 ☑ Amendment	☐ Rule 505	⊠ Rule 506	Section 4(6)	ULOE
		A. BASIC	DENTIFICAT	ION DATA		All III early and
Enter the information Name of issuer PilotRock Concentra	ation requested about the check if this is an auted Fund, L.P.		as changed, and in	dicate change.		08059483
Address of Executive (1700 East Putnam Av	Offices venue, Old Greenwich	CT 06870	(Number and Stree	et, City, State, Zip Co	Telep	(, Area Code) (203) 698-8821
Address of Principal O (if different from Execu			(Number and Stree	et, City, State, Zip Co	ode) Telephone M	110
Brief Description of Bu	siness: Private In	vestment Company			6	SEP 1 1 2008
<u> </u>	anization] corporation] business trust		artnership, already artnership, to be fo	formed med	other (please	THOMSON REUTERS
	ate of Incorporation or Cration or Organization:	(Enter two-letter U.S. P		Year 0	6 A	· · · · · · · · · · · · · · · · · · ·

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC I	DENTIFICATION DAT	A ·	
 Each beneficial ow Each executive offi 	he issuer, if the is ner having the po- icer and director o	suer has been organized w wer to vote or dispose, or d		of, 10% or more of ging partners of pa	a class of equity securities of the issuer; rtnership issuers; and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first,	if individual):	PilotRock Investme	nt Partners GP, LLC		
Business or Residence Add	lress (Number and	d Street, City, State, Zip Co	de): 1700 East Putnam	Avenue, Old Gree	nwich, CT 06870
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):	Hoban, Thomas L.			-
Business or Residence Add	lress (Number and	d Street, City, State, Zip Co	de): 1700 East Putnam	Avenue, Old Gree	nwich, CT 06870
Check Box(es) that Apply:	Promoter	■ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual):	AG Advisors Strateg	gic Absolute Return		· · · · · · · · · · · · · · · · · · ·
Business or Residence Add	fress (Number and	Street, City, State, Zip Co	de): 1700 East Putnam	Avenue, Old Gre	enwich, CT 06870
Check Box(es) that Apply:	Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):	Thomas D. O'Malley	Jr.		
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de): c/o 1700 East Putr	nam Avenue, Old	Greenwich, CT 06870
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de): 1700 East Putnam	Avenue, Old Gree	nwich, CT 06870
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de): c/o 1700 East Putna	am Avenue, Old G	reenwich, CT 06870
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual):		-		
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

•-	. ~				B.	INFORM	MOITAN	ABOUT	OFFER	ING	+	<u> </u>	
1. F	las the issue	rsold, or	does the is	suer inten			edited inve pendix, Co					☐ Yes	⊠ No
2. V	Vhat is the m	inimum in	vestment t	hat will be	accepted	from any i	ndividual?	•••••				\$1,0	000,000*
												*ma _}	y be walved
3. [oes the offe	ring permi	t joint own	ership of a	single uni	t?		····	••••••			Yes	□ No
6 6	Inter the info iny commissi offering. If a und/or with a associated pe	ion or simi person to I state or st	lar remune be listed is ates, list th	eration for an associ ne name of	solicitation ated perso I the broke	of purcha on or agen r or deale	sers in cor t of a brok r. If more t	nnection w er or deale than five (5	ith sales o er registere 5) persons	f securities d with the to be liste	s in the SEC d are	····	
Full N	ame (Last na	ame first, it	f individual)									
Busin	ess or Resid	ence Addr	ess (Numb	per and Str	reet, City, S	State, Zip	Code)	V. N.			•		
Name	of Associate	d Broker	or Dealer	, <u></u>	 -				··				
	in Which Pe Check "All S												☐ All States
(A)											(HI)		☐ All States
		☐ [IA]				• -	☐ [MD]				☐ [MS]	[MO]	
[M		☐ [NV]				□ [NY]					[OR]		
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Full N	ame (Last na	ıme first, it	f Individual)						•			
Busin	ess or Resid	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)						
Name	of Associate	ed Broker	or Dealer		-						7.44		
	in Which Pe Check "All S												☐ All States
☐ (A	_]	☐ [AZ]	☐ {AR}	CA]	[CO]	CT]	□ [DE]		□ (FL)	☐ [GA]	[HI]	[ID]	
🗆 նո] [IN]	[AI]	□ [KS]		[LA]	☐ [ME]	□ [MD]	[AM]	[MI]	[MN]	□ [MS]	[MO]	
□ [M	-				[MM]								
(R		[SD]		□ (LX)	[ניט]		[VA]	[WA]	□ [WV]	[Mi]	[WY]	[PR]	
Full N	ame (Last na	ame first, if	individual)						_			
Busin	ess or Resid	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)		_	-		•	
Name	of Associate	d Broker	or Dealer										
	in Which Pe Check "All Si												☐ All States
□ [A					☐ [CO]				□ [FL]	□ [GA]	[HI]	[OI]	_
		□ { A}	[KS]	□ [KY]	[LA]	[ME]	☐ [MD]	☐ [MA]	[MI]	[MN]	[MS]	[MO]	
□ [M	T] [NE]	[NV]	□ [NH]	[M]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	□ [OH]	[OK]	□ [OR]	□ (PA)	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	<u>\$</u>	0	<u> </u>	0
	Equity	<u>\$</u>	0	<u>\$</u>	. 0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	<u>\$</u>		<u> </u>	0
	Partnership Interests	<u>\$</u>	100,000,000	<u> </u>	14,100,000
	Other (Specify)	\$	0	<u>\$</u>	0
	Total	\$	100,000,000	<u>s</u>	14,100,000
2.	Answer also in Appendix, Column 3, if filing under ULOE Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		10	<u> </u>	14,100,000
	Non-accredited Investors		0	<u>\$</u> _	0
	Total (for filings under Rule 504 only)		o	<u> </u>	. 0
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities				
	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
	Type of Offering		Types of Security		Dollar Amount Sold
	Rule 505		N/A	\$_	N/A
	Regulation A		N/A	\$	N/A
	Rule 504		N/A	\$	N/A
	Total		N/A	<u>\$</u>	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				·
	Transfer Agent's Fees		🖸	\$	0
	Printing and Engraving Costs	••••••	🗆	\$	
	Legal Fees		🛛	\$	68,842
	Accounting Fees		🗆	\$	0
	Engineering Fees		🗅	\$	0
	Sales Commissions (specify finders' fees separately)	······	🗖	<u>\$</u>	0
	Other Expenses (identify)	•••••	🗆	\$	0
	Total	•••••	🛮	<u>\$</u>	68,842

,	 Enter the difference between the aggregate Question 1 and total expenses furnished in respiradjusted gross proceeds to the issuer." 	onse to Part C-Question 4.a. This diffe	erence is the	•		<u> </u>	99,931	<u>,.158:nc</u>
5	Indicate below the amount of the adjusted gross used for each of the purposes shown. If the amestimate and check the box to the left of the estitute adjusted gross proceeds to the issuer set for	ount for any purpose is not known, furn mate. The total of the payments listed	ish an must equat	Payn Off Direc	nents to icers, ctors & liates			nents to
	Salaries and fees			\$	0		\$	0
	Purchase of real estate			\$	0		\$	0
	Purchase, rental or leasing and installation	on of machinery and equipment		\$	0		\$	0
	Construction or leasing of plant buildings	and facilities		\$	00		\$	0
	Acquisition of other businesses (including offering that may be used in exchange for pursuant to a merger	r the assets or securities of another iss		\$ \$ \$ \$ \$	0		\$	0 0 0 11:,158 0 0
. i		D. FEDERAL SIGNAT	ŲRE.			٠, ٠, ٠,		
col	is issuer has duly caused this notice to be signed nstitutes an undertaking by the issuer to furnish to the issuer to any non-accredited investor pursuar	the U.S. Securities and Exchange Cor	rson. If this mmission, u	notice is filed pon written red	under Rule s quest of its s	505, the taff, the	e following s information	ignature i furnished
SS	uer (Print or Type)	Signature	11	/	Da	^l augu	st 13,	2008
_	otRock Concentrated Fund LP:	Title of Signer (Print or Type)	-					
	me of Signer (Print or Type) omas D. O'Malley, Jr.	Director	,					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE	A.						
1.	Is any party described in 17 CFR 230.262 presi provisions of such rule?	ently subject to any of the disqualification	☐ Yes 🖾 No						
	See A	ppendix, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.								
3.	The undersigned issuer hereby undertakes to for	urnish to the state administrators, upon written request, informati	ion furnished by the issuer to offerees.						
4.		uer is familiar with the conditions that must be satisfied to be enti tice is filed and understands that the issuer claiming the availabil satisfied.							
	suer has read this notification and knows the conte ized person.	nts to be true and has duly caused this notice to be signed on its	s behalf by the undersigned duly						
Issuer	(Print or Type)	Signature	Date						
PilotR	ock Concentrated Fund LPಡರಿಯ / ೇಡ		August 13,2008						
	of Signer (Print or Type) as D. O'Malley, Jr.	Title of Signer (Print or Type) Director							

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

•	· .			АРГ	PENDIX				
1		2	3		5				
ļ	Intend to sell to non-accredited investors in State (Part B – Item 1)		Type of security and aggregate offering price offered in state (Part C – Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)				
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		Х	\$100,000,000	3	\$3,000,000	0	\$0		×
AR									
CA									
со									
СТ		х	\$100,000,000	4	\$5,600,000	0	\$0		×
DE									
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1		2	3			4		5		
Ī	to non-a	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C ~ Item 1)		Type of investor and Аглоunt purchased in State (Part C – Item 2)					
State	Yes I	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NY		Х	\$100,000,000	2	\$5,500,000	0	\$0		х	
NC										
ND										
ОН										
ок										
OR										
PA										
RI										
sc										
SD					·					
TN										
ΤX		X	\$100,000,000	1	\$1,000,000	0	\$0		Х	
UT	_				— <u>. </u>			<u> </u>	ļ	
VT				· <u> </u>						
VA								·	<u> </u>	
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